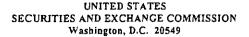
FORM D



FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR

/	3	3	9850

OMB A PPROVAL OMB Number: 3235-0076 Expires: April 30, 2008 Estimated average burden hours per response. 16.00

SEC USE	ONLY
Prefix	Serial
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DATE RECE	IVED
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UNIFORM LIMITED OFFERING EXEMI	PTION SHECEIVED WAS
Name of Offering (check if this is an amendment and name has changed, and indicate change.) Southern Home Medical Equipment, Inc.	
Filing Under (Check box(es) that apply):	Deres OCL O a SOOL
A. BASIC IDENTIFICATION DATA	186
1. Enter the information requested about the issuer	
Name of Issuer (check if this is an amendment and name has changed, and indicate change.) Southern Home Medical Equipment, Inc.	
Address of Executive Offices (Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)
102 Metro Dr. Spartanburg, SC 29303	(864) 357-3188
Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices)	Telephone Number (Including Area Code)
Brief Description of Business Rental and sale of home medical equipment and supplies Type of Business Organization	PROCESSE
	lease specify):
business trust [limited partnership, to be formed	OCT 1 7 2007
Month Year Actual or Estimated Date of Incorporation or Organization: Off Actual Estim Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: CN for Canada; FN for other foreign jurisdiction)	
GENERAL INSTRUCTIONS	
Federal: Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D c 77d(6).	or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C.
When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering, and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given be which it is due, on the date it was mailed by United States registered or certified mail to that address.	
Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 205	549.
Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually	signed. Any copies not manually signed must be

photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

-ATTENTION -

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predictated on the filing of a federal notice.

A. BASIC IDENTIFICATION DATA Enter the information requested for the following: Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer. Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers. General and/or ✓ Promoter Beneficial Owner Executive Officer ✓ Director Check Box(es) that Apply: Managing Partner Tucker, Greg Full Name (Last name first, if individual) 102 Metro Drive Spartanburg, SC 29303 Business or Residence Address (Number and Street, City, State, Zip Code) General and/or Beneficial Owner Executive Officer Director Check Box(es) that Apply: Promoter Managing Partner Sarvis, Jeff Full Name (Last name first, if individual) 102 Metro Drive Spartanburg, SC 29303 Business or Residence Address (Number and Street, City, State, Zip Code) General and/or Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) General and/or Promoter Beneficial Owner Executive Officer Director Check Box(es) that Apply: Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) General and/or Beneficial Owner Executive Officer Director Check Box(es) that Apply: Promoter Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) General and/or Beneficial Owner Executive Officer Director Check Box(es) that Apply: Promoter Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Executive Officer General and/or Director Beneficial Owner Check Box(es) that Apply: Promoter Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code)

					B. II	FORMATI	ON ABOU	OFFERI	VG					
1	Lina sha	the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?				Yes	No [7]							
1.	mas the	issuer sola	, or abes in								••••••		Ø	
2.	What is	the minim	um investm								*****	s N/A		
												Yes	No	
3.			permit joint										\square	
4.	commission of states	sion or simi on to be list s, list the na		ration for s ociated pe roker or de	olicitation rson or age aler. If mo	of purchase int of a brok ire than five	ers in conne er or dealer e (5) person	ction with registered s to be list	sales of sec with the S ed are asso	urities in th EC and/or				
	•	Last name i	first, if indi	vidual)										
	ONE	Decidence	Address (N	umber and	I Street Ci	ty State 7	in Code)							
Dus	iness of	Residence .	Address (IV	umijer amo	i Sileet, Ci	iy, state, z	iip Code)							
Nar	ne of Ass	sociated Br	oker or Dea	aler										
Star	tes in Wh	ich Person	Listed Has	Solicited	or Intends	to Solicit I	Purchasers							
(Check "All States" or check individual States)										All States				
	AL	AK	AZ	AR	CA	CO	CT	DE	DC	FL	GA	HI	ID	
	IL	[N]	IA	KS	KY	LA	ME	MD	MA	MI	MN	MS	MO	
	MT	NE	NV	NH)	NJ	NM TUE	NY	NC	ND)	OH WV	OK]	OR WY	PA PR	
	RI	SC	SD	TN	TX	(UT)	VT	VA	WA.	[W V]	[W]	W I	(PK)	
Ful	l Name (l	Last name	first, if indi	ividual)										
Bus	siness or	Residence	Address (N	Number an	d Street, C	City, State, 2	Zip Code)					<u> </u>		
Nar	ne of Ass	sociated Br	oker or De	aler							=			
Sta	tes in Wh	nich Person	Listed Has	Solicited	or Intends	to Solicit	Purchasers					·		
	(Check	"All States	" or check	individual	States)	****						☐ AI	l States	
	ĀL	AK	AZ	AR	CA	CO	CT	DE	DC	FL	GA	HI	ID	
	IL.	IN	IA	KS	KY	LA	ME	MD	MA	MI	MN	MS	MO	
	MT	NE	NV	NH	NJ	NM	NY	NC	ND	OH	OK)	OR	PA	
	RI	SC	SD	TN	TX	UT	VT	VA	WA	ŴV	WI	WY	PR	
Ful	l Name (Last name	first, if ind	ividual)										
Bus	siness or	Residence	Address (1	Number an	d Street, C	City, State,	Zip Code)							
Na	me of Ass	sociated Br	oker or De	aler										
Sta	tes in Wh	ich Person	Listed Has	s Solicited	or Intends	to Solicit	Purchasers							
. 			" or check						••••••••					
	ΑL	AK	ΑZ	[AR]	CA	CO	CT	DE	DC	FL	GA	HI	ID	
	IL	IN	IA	[KS]	KY	LA	ME	MD	MA	MI	MN	MS	МО	
	MT	NE SC	NV (SD)	NH	NJ TX	NM) [UT]	NY VT	NC VA	ND WA	OH WV	OK]	OR WY	PA PR	
	RI	SC	SD	TN		لتب	لينيا	_ <u>, v</u>	L. A.	••••	ربين	كبيا	445	

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1.	sold. Enter "0" if the answer is "none" or "zero." If the transaction is an exchange offering, class box and indicate in the columns below the amounts of the securities offered for exchange already exchanged.	heck e and	
	Type of Security	Aggregate Offering Price	Amount Already Sold
	Debt		<u> </u>
	Equity Shares issued upon exercise of convertible note-No cash proceeds	\$ <u>9,000.00</u>	<u>\$9,000.00</u>
	Convertible Securities (including warrants)	\$	<u> </u>
	Partnership Interests	\$	_ \$
	Other (Specify)	\$	_ s
	Total	\$ 9,000.00	\$9,000.00
	Answer also in Appendix, Column 3, if filing under ULOE.		
2.	Enter the number of accredited and non-accredited investors who have purchased securities in offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, ind the number of persons who have purchased securities and the aggregate dollar amount of purchases on the total lines. Enter "0" if answer is "none" or "zero."	icate their	Aggregate
		Number Investors	Dollar Amount of Purchases
	Accredited Investors		•
	Non-accredited Investors	•	
	Total (for filings under Rule 504 only)		
	Answer also in Appendix, Column 4, if filing under ULOE.	······	<u> </u>
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all secur sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to first sale of securities in this offering. Classify securities by type listed in Part C — Question	o the	
	Type of Offering	Type of Security	Dollar Amount Sold
	Rule 505		\$
	Regulation A		\$
	Rule 504	Equity	\$ <u>202,500.00</u>
	Total		\$202,500.00
4	a. Furnish a statement of all expenses in connection with the issuance and distribution o securities in this offering. Exclude amounts relating solely to organization expenses of the ins The information may be given as subject to future contingencies. If the amount of an expendituot known, furnish an estimate and check the box to the left of the estimate.	urer.	
	Transfer Agent's Fees] \$
	Printing and Engraving Costs] s
	Legal Fees		ր <u>§ 1,375.00</u>
	Accounting Fees] s
	Engineering Fees] \$
	Sales Commissions (specify finders' fees separately)		S
	Other Expenses (identify)	_] \$
	Total	_	\$ 1,375.00

L	C. OFFERING FRICE, NOM	BER OF INVESTORS, EXPENSES AND USE OF	- I ROCEEDS	
	b. Enter the difference between the aggregate offe and total expenses furnished in response to Part C—proceeds to the issuer."	Question 4.a. This difference is the "adjusted gro	\$S	§No cash
5.	Indicate below the amount of the adjusted gross preach of the purposes shown. If the amount for an check the box to the left of the estimate. The total of proceeds to the issuer set forth in response to Par	ny purpose is not known, furnish an estimate a f the payments listed must equal the adjusted gro	nd	
			Payments to Officers, Directors, & Affiliates	Payments to Others
	Salaries and fees		🗆 \$. 🗆 \$
	Purchase of real estate		🔲 \$	s
	Purchase, rental or leasing and installation of ma and equipment	chinery	□ €	
	Construction or leasing of plant buildings and fac			-
	Acquisition of other businesses (including the va		···· [_]	- U ^o
	offering that may be used in exchange for the ass issuer pursuant to a merger)	ets or securities of another	□ \$	□\$
	Repayment of indebtedness		_	_
	Working capital			
	Other (specify):		_	_
			- 🗌 \$	s
	Column Totals		🗆 \$. 🗆 \$
	Total Payments Listed (column totals added)		[<u>\$ N</u>	o cash
		D. FEDERAL SIGNATURE		
sig	issuer has duly caused this notice to be signed by th ature constitutes an undertaking by the issuer to fu information furnished by the issuer to any non-ac	rnish to the U.S. Securities and Exchange Comr	nission, upon writte	
lss	er (Print or Type)	Signature M A 7	Date	
Sc	uthern Home Medical Equipment, Inc.	Mars Tuch	Octob	per 1, 200
	ne of Signer (Print or Type)	Title of Signer (Print or Type) President	-L	, ,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,

- ATTENTION -

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

	E. STATE SIGNATURE									
1.	Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule?	Yes	No Z							
	See Appendix, Column 5, for state response.									
2.	The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is fit D (17 CFR 239.500) at such times as required by state law.	iled a no	tice on Form							
3.	The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, informat issuer to offerees.	ion furn	ished by the							
4.	The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be ent limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claim of this exemption has the burden of establishing that these conditions have been satisfied.									
The ice.	ion has read this registion and known the southertest has much and has duly consed this register he has issued as its habe	6 4								

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type)	Signature M A7.1	Date	_ .		
Southern Home Medical Equipment, Inc.	Mars Treel		October	1,	2007
Name (Print or Type)	Title (Print or Type)				
Greg Tucker	President				

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

					AP	PENDIX					
1	Intend to non-a investor	2 I to sell ccredited s in State -Item 1)	and offeri offere	of security aggregate ng price d in state		amount pu	investor and rchased in State C-Item 2)		5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)		
State	Yes	No			Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No	
AL			_								
AK			<u> </u>								
AZ											
AR											
CA											
со											
СТ									<u> </u>		
DE			_								
DC											
FL											
GA											
ні		_							ļ		
ID											
IL											
IN											
ΙA											
KS											
KY				. <u>.</u>						<u> </u>	
LA									<u> </u>		
ME						<u> </u>				ļ	
MD											
MA										-	
МІ											
MN		x	stock	\$9,000	-1-	\$9,000		<u> </u>		x	
MS	-										

APPENDIX 2 4 3 5 1 Disqualification Type of security under State ULOE Intend to sell and aggregate (if yes, attach to non-accredited offering price Type of investor and explanation of investors in State offered in state amount purchased in State waiver granted) (Part B-Item 1) (Part C-Item 1) (Part C-Item 2) (Part E-Item 1) Number of Number of Accredited Non-Accredited State Yes No Investors Investors Amount Yes No Amount MO MT NE NV NH NJ NM NY NC ND ОН OK OR PA RI SC SD TN TXUT VT VAWA wv WI

				APP	ENDIX					
1	1 2 3 4 Type of security and aggregate								ification ate ULOE attach	
	to non-a	sccredited s in State	offering price offered in state (Part C-Item 1)		Type of investor and amount purchased in State (Part C-Item 2)					
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No	
WY	,									
PR										

 \mathcal{END}